

REGISTRATION NO. 14545-K FILED 1425

TRINITY INDUSTRIES LEASING COMPANY SEP 23 1994 - 5:05 PM (Series 3-4)

Equipment Trust, Series 3 INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 23rd day of September, 1994, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Fourth Supplement to Equipment Trust Agreement dated as of September 23, 1994, supplementing and amending the Equipment Trust Agreement dated as of December 15, 1984 (the "Equipment Trust Agreement"), between Seller and Buyer.

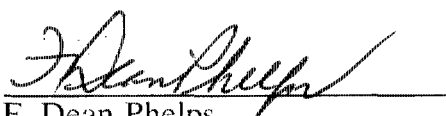
WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Sixty (60) railroad cars railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps
Vice President

[SEAL]

ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 23rd day of September, 1994 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission expires:

9-12-95

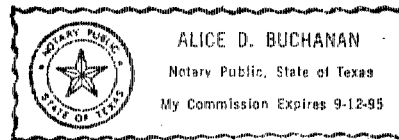


EXHIBIT A

1. Railroad Car Lease Agreement, dated August 30, 1991, between Trinity Industries Leasing Company and ICAN Energy Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	34,090 Gal. 112J340W Tank Cars	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
60	112J340W	34,090 Gal.	TILX 300000-300003(inclusive) 300005 300007-300009(inclusive) 300011-300014(inclusive) 300016-300019(inclusive) 300021,300023,300026 300028,300033,300034 300038-300042(inclusive) 300046-300052(inclusive) 300054 300056-300058(inclusive) 300061-300063(inclusive) 300065-300072(inclusive) 300074 300076-300079(inclusive) 300082,300084,300086 300087,300090,300092	10/79